IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

COMPANY PETITION No 163 of 2003

For Approval and Signature:

HON'BLE MR.JUSTICE C.K.BUCH

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1. Whether Reporters of Local Papers may be allowed to see the judgements? : YES

2. To be referred to the Reporter or not? : NO

3. Whether Their Lordships wish to see the fair copy of the judgement? : NO

4. Whether this case involves a substantial question of law as to the interpretation of the Constitution of India, 1950 of any Order made thereunder? : NO

5. Whether it is to be circulated to the concerned Magistrate/Magistrates,Judge/Judges,Tribunal/Tribunals? : NO

AIA EXPORTS PVT. LTD.

Versus

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Appearance:

1. COMPANY PETITION No. 163 of 2003

MR MIHIR JOSHI, WITH MR SANDEEP SINGHI

for SINGHI & CO for Petitioner No. 1

..... for Respondent No. 1

CORAM : HON'BLE MR.JUSTICE C.K.BUCH

Date of decision: 26/09/2003

ORAL JUDGEMENT

1. Heard ld. counsel Mr. Mihir Joshi appearing for ld. counsel Mr. Sandeep Singhi for Singhi & Co. for

the petitioner Company and Ms. Davawala, ld. Addl. Central Government Standing Counsel. Ld. counsel Mr. Mihir Joshi has taken me through the Scheme of Amalgamation of the petitioner company with AIA Engineering Private Limited (Transferee Company). I have considered the contents of the petition and the totality reflected from the annexures annexed with the petition.

2. The present Company Petition is filed for sanctioning the arrangement embodied in the Scheme of Amalgamation of the petitioner Company with AIA Engineering Private Limited (Transferee Company) whereby the Undertaking (as defined in the Scheme) shall stand transferred to and vest in the Transferee Company on the terms and conditions as stated in the Scheme of Amalgamation.

3. Earlier, by Order dated 9th May 2003, this Court dispensed with the requirement of holding of the meeting of the Equity Shareholders and advertisement to be published in the newspapers in Company Application No.250 of 2003 preferred by the petitioner Company. Further, this Court dispensed with the publication in the Gujarat Government Gazette. In the order, it was noted that there are no creditors either Secured or Unsecured of the petitioner Company as on the said date.

4. By order dated 23rd May 2003, the present petition was admitted and the notices were issued to the Central Government through Regional Director, Department of Company Affairs and to the Official Liquidator, Gujarat. The notices were also ordered to be published in two newspapers. Pursuant to the same an Affidavit of one Mr. Lalo Panchal dated 19th June 2003 has been filed confirming the publication of the notice in two newspapers as directed and service of notices on the Regional Director and on the Official Liquidator.

5. The letter dated 18.9.2003 addressed by the Registrar of Companies, Gujarat to Ms. P.J.Davawala, Addl. Central Government Standing Counsel along with the letter of Regional Director, dated 10.9.2003 is placed on record by Ms. Davawala. In his letter, Regional Director has stated that " the petitions on amalgamation have been examined. There is no objection on such amalgamation and the matter may be left to the Hon'ble Court to decide on its merits. " For short, there is no resistance by the other side.

6. The Official Liquidator has placed his report wherein it is stated that the Auditors appointed for the purpose of scrutinising and investigating of books of

accounts and the affairs of the petitioner Company have submitted that on the basis of the information and explanation given by them and as per the books of accounts and other documents produced before them, they are of the opinion that the affairs of the petitioner Company have not been conducted in a manner prejudicial to the public interest. The report of the Official Liquidator dated 25th August, 2003 is on record.

7. Therefore, in view of the above considerations, this Court holds that there are no grounds or circumstances to refuse to grant approval. On going through the Scheme, it appears that the requirement of the provisions of Sections 391 to 394 of the Companies Act,1956 are satisfied and there appears to be cogent grounds for accepting the Scheme which is proposed. The Scheme is genuine and bonafide and in the interest of shareholders and creditors of the petitioner Company. I, therefore, accordingly allowed this petition and approve the arrangement embodied in the Scheme of Amalgamation at Annex.C to the petition. Reliefs in terms of Para 19(a) to 19(j) in this petition are hereby granted.

8. The fees of learned Addl. Central Govt.Standing Counsel Mr. P.J.Davawala is quantified at Rs.3500/ (Rs. Three Thousand Five Hundred only) to be paid by the petitioner Company.

[C.K. BUCH, J]

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